

# **Bylaws of the Latin American and Caribbean (LACA)Section of the Society for Conservation Biology**

## **Article 1.**

### **Membership**

*Section 1. Voting Members.* Any member of the Society for Conservation Biology who has an interest in the objectives and the activities of the Section may join the Section as a voting member. Only voting members may be elected to Section offices and vote on official matters affecting the Section. If the Section assesses dues, all voting members shall be responsible for payment.

*Section 2. Termination of Membership.* Membership in the Section shall terminate upon the occurrence of any of the following events: (1) member's notice of such termination delivered to the President or Secretary of the Section, personally or by mail, (2) a determination by the Section Board that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the Section. In the latter case, the Society's Board of Governors shall be informed of the decision.

## **Article 2.**

### **Governance**

*Section 1. Officers.* There shall be nine elected officers: President, President Elect, Secretary, Chief Financial Officer, and five Directors. Elections shall be held annually, at a scheduled Members' Meeting or by mail or email (see Article 3 and Article 9). Term of office for President Elect shall be two years, followed by two years as President. Term of office for all other positions shall be two years. All officers must be voting members of the Section for their entire term of office. Nominees for President Elect must have served on the Section Board of Officers, or the Society Board of Governors, or in one of the Society's committees. Officers may not serve on the Board of any other Section during their term of office. All officers except President and President Elect may run for reelection. No more than two positions shall be held by members who reside in countries outside the LACA region.

*Section 2. Section Board of Officers.* The nine elected officers, the Past President (see Article 4, Section 1), the Chairs of standing committees (see Article 7), and ex-officio officers (see Article 4, Section 5) shall constitute the Board of the Section. The five elected Directors and the Past President may serve as chairs of standing committees. The President, President Elect, Secretary, and Chief Financial Officer shall not serve as chairs of standing committees.

## **Article 3.**

### **Nominations and Elections**

*Section 1. Nominations.* Nominations for elected officers shall be solicited by the Nominations Committee or the Section Board. All nominees must be voting members of the Section. The slate of

nominations shall be submitted by the Secretary to the membership at least one month prior to the deadline for receipt of ballots by mail or email.

*Section 2. Balloting.* Written or electronic ballots shall be received from the members by a duly announced deadline and shall be counted by one or more members of the Section Board or agent(s) authorized by the Society's Board of Governors. The President shall appoint a replacement to count ballots for any member of the Section Board who has been nominated. The candidate for each office receiving the largest number of votes on the ballots shall be declared elected.

*Section 3. Vacancies.* If the office of President is vacated for any reason, the President Elect shall assume the duties of the President for the balance of the President's term. All other vacancies occurring during an officer's term shall be filled by appointment by the Section Board.

*Section 4. Special Elections.* A special election may be held at any time during a period of dormancy (see Article 11) to reactivate the Section.

#### **Article 4.**

##### **Duties of Officers**

*Section 1. President.* The President shall organize and preside over meetings and mailings (including electronic mailings) intended to substitute for meetings. The President or his/her designee (usually the President Elect) shall serve as the Section's representative on the Society's Board of Governors in accordance with Section 5. After his/her term expires, the President shall serve on the Board of Officers as Past President for one term.

*Section 2. President Elect.* The President Elect shall receive reports from committees, arrange meetings and other activities, and perform the duties of the President when the latter is absent.

*Section 3. Secretary.* The Secretary shall record minutes, administer correspondence between the Section and the Society, and maintain historical records and a roster of members.

*Section 4. Chief Financial Officer (CFO).* The CFO shall collect dues (if any), maintain accounts, and collect and distribute funds for Section activities. The CFO shall coordinate fund raising activities.

*Section 5. Ex-officio Officers.* Ex-officio officers are non-voting members of the board whose main duty is to help new officers in their duties, easing the transition between boards. Board members whose terms are expiring may express an interest to the board that they become Ex-officio officers on the incoming board. The board may then choose to make recommendations to the incoming board that these board members become Ex-officio. The incoming board will then vote on whether to accept the recommended members become Ex-officio. Ex-officio officers will stay on the board for two years.

*Section 6. Representative on the Society's Board of Governors.* The representative (the President or his/her designee, see Section 1) serves as a Member at Large on the Society's Board of Governors in accordance with the Society's Bylaws. Only the representative may officially represent the Section on business of the Society.

## **Article 5.**

### **Committees**

The Section Board and the membership may at any time decide to form a committee to address a particular issue. Committees shall be chaired by a voting member of the Section. Chairs shall be appointed by the President with the approval of the Section Board and shall serve at the pleasure of the Section Board. Committees shall be composed of interested members of the Section. The Chair shall be responsible for appointing the other members of the committee, and these members shall serve at the pleasure of the Chair. All committees shall, at any time, be accountable to the Section Board.

## **Article 6.**

### **Standing Committees**

*Section 1. Education.* This committee shall act as an extension of the Section within the academic and regional community. The committee shall act as necessary to inform the public of regional and global conservation issues and shall promote the study of conservation biology. The committee also may act as a forum in which solutions to regional issues may be discussed and debated.

*Section 2. Communications.* This committee shall provide advice on development of printed and electronic publications of the Section such as newsletters and web sites. This committee also shall work with the Membership Committee and other committees of both the Section and the Society to achieve outreach and marketing goals.

*Section 3. Membership and Program.* This committee shall be responsible for encouraging membership in both the Section and the Society. The committee shall assist the Secretary in maintaining the list of the Section's membership and shall help facilitate any mailings to the membership. Likewise, this committee shall assist the President Elect in arranging the program and activities schedule for the Section, including the Members' Meeting and any alternative mechanisms intended to substitute for meetings.

*Section 4. Nominations, Policy, and Audit.* This committee shall organize all nominations for elected offices and present to the Section Board a complete slate of nominees. Should the membership decide to deliver Resolutions and Public Advocacy explaining the Section's view on a particular issue or controversy, such statements shall be prepared by this committee for review and action. This committee shall ensure the annual audit, independent of the Chief Financial Officer, of the Section's financial records. The committee shall report to the President.

*Section 5. Chapters.* This committee shall be responsible for encouraging the creation of SCB Chapters within Latin America and the Caribbean region. The committee shall assist Chapters in any way possible. The committee shall assist the Secretary in maintaining the list of the Chapters and shall help facilitate any mailings to the Chapters.

## **Article 7**

## **Finances**

The Section shall be supported by grants, contributions, and fund-raising activities. Funds of the Section shall be supervised by the officers, and shall be administered by the Chief Financial Officer. Audited financial records shall be reported to the membership.

## **Article 8.**

### **Policy**

The Section may make Resolutions and engage in Public Advocacy subject to the conditions described below.

*Section 1. Definitions.* A “Resolution” is any public statement that reflects the position or view of the Section. “Public Advocacy” is any public activity by the Section in support of a Section Resolution.

*Section 2. Conditions for Declaration of Resolutions and Public Advocacy.* Proposed resolutions must be presented to the membership of the Section and approved by a majority of the voting members present and voting. Presentations and voting may take place at a scheduled meeting, by mail, or by email. A voting member who is absent may file an absentee ballot. Proposed Resolutions shall include the following: (i) a statement of relationship of the Resolution to the objectives of the Society, (ii) a statement of the need for the Resolution, (iii) scientific documentation concerning the circumstances of the Resolution, and (iv) a list of the proposed recipients of the Resolution. Any Public Advocacy shall be based on an approved Resolution. Proposed acts of advocacy shall be presented to the membership of the Section at a scheduled meeting or by mail or email, and shall be approved by a majority of voting members. A voting member who is absent may file an absentee ballot.

*Section 3. Disclaimer of Responsibility by Society for Section Activities.* The Latin American and Caribbean (LACA) Section of the Society for Conservation Biology shall claim responsibility for all Resolutions and Public Advocacy enacted by its membership. All public documents or actions shall include the statement: Resolutions (or Advocacy) of the LACA Section of the Society for Conservation Biology do not necessarily reflect the views of the Society for Conservation Biology as a whole.

*Section 4. Reporting.* All Resolutions and supporting materials and descriptions of acts of Public Advocacy by the Section shall be forwarded to the President of the Society with the Annual Report.

## **Article 9.**

### **Meetings**

*Section 1. Members’ Meeting.* A Members’ Meeting shall be held, or an alternative mechanism for conducting Section business and facilitating communication among members arranged, each year. The elections for the officers of the Section Board shall be held at this meeting or via its alternative.

*Section 2.* Procedure and Order of Business. Meetings and voting deadlines shall be announced at least one month in advance. At the beginning of each meeting, any Section or Society business shall be discussed prior to other scheduled agenda items. The business portion of any meeting will be run by the President. The Section's Bylaws will be available at each meeting. All meetings will be governed by Robert's Rules of Order (The Modern Edition, revised by Darwin Patnode, 1993).

*Section 3.* Votes. All votes of the Section on matters not specified in the Bylaws shall be decided by a simple majority of those voting. Tie votes in Members' Meetings or in meetings of the Section Board shall be broken by the presiding officer. Tie votes in committee meetings shall be broken by the Chair.

*Section 4.* Quorum. 20% of the membership or 15 members (whichever is lower), including members represented by proxy, shall constitute a quorum of the Section, and 50% of Section Board members a quorum of the Board.

## **Article 10.**

### **Annual Report**

The Secretary shall file an annual report on the Section's activities with the President of the Society.

## **Article 11.**

### **Continuation/Dissolution**

*Section 1.* Section Board Requirement. If the membership fails to elect a Section Board, the Section shall be considered dormant. At that time the outgoing Section Board shall forward the Section's charter, bylaws, and remaining funds to the President of the Society. The Section may be reactivated at any time within a period of two years by holding a Special Election. The purpose of the Special Election is to vote for a Section Board.

*Section 2.* Membership Requirement. If the membership falls below 100 for longer than two years, the section shall be considered dormant. At that time the outgoing Section Board shall forward the section's charter, bylaws, and remaining funds to the President of the Society. The section may be reactivated when membership rises above 100.

## **Article 12.**

### **Amendment to Bylaws**

*Section 1.* Procedure. Proposals to modify the Section Bylaws must be approved by a majority of the voting members present and voting at any scheduled meeting (or alternative voting mechanism) of the Section. A voting member who is absent may file an absentee ballot.

*Section 2.* Conformance. No amendment to these Bylaws shall be enacted that results in a conflict with the Bylaws of the Society. Proposed amendments to the Section Bylaws must be approved by the Executive Committee of the Society's Board of Governors before becoming effective.

Ratified for the Board of Governors by

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President, Society for Conservation Biology

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Date